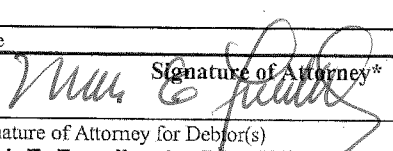


B1 (Official Form 1) (04/13)

<b>United States Bankruptcy Court Southern District of West Virginia</b>		<b>Voluntary Petition</b>
Name of Debtor (if individual, enter Last, First, Middle): <b>Freedom Industries, Inc.</b>		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): <b>55-0713418</b>		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):
Street Address of Debtor (No. & Street, City, and State): <b>1015 Barlow Drive Charleston, WV 25311</b>		Street Address of Joint Debtor (No. & Street, City, and State):
ZIP CODE <b>25311-0000</b>		ZIP CODE
County of Residence or of the Principal Place of Business: <b>Kanawha</b>		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):
ZIP CODE		ZIP CODE
Location of Principal Assets of Business Debtor (if different from street address above):		
<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
<b>Chapter 15 Debtors</b>  Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:	<b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Nature of Debts</b> (Check one box)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		<b>Chapter 11 Debtors</b>  <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter).  <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors</b> <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input checked="" type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000		
<b>Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
<b>Estimated Liabilities</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>Freedom Industries, Inc.</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location Where Filed: <b>- None -</b>	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)			
Name of Debtor: <b>- None -</b>	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. § 342(b). X _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b> Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No <b>Exhibit C is attached out of an abundance of caution.</b>			
<b>Exhibit D</b> (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)  <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)  <div style="margin-left: 100px;">           _____            (Name of landlord that obtained judgment)             _____            (Address of landlord)         </div> <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and  <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.  <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

<p><b>Voluntary Petition</b> (This page must be completed and filed in every case)</p>	<p>Name of Debtor(s): <b>Freedom Industries, Inc.</b></p>
<p><b>Signatures</b></p>	
<p><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (If not represented by attorney)</p> <p>_____ Date</p>	<p><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only <b>one</b> box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
<p>X  _____ Signature of Attorney for Debtor(s) <b>Mark E. Freedlander PA - 70593</b> Printed Name of Attorney for Debtor(s) <b>McGuireWoods LLP</b> Firm Name <b>625 Liberty Avenue</b> <b>23rd Floor</b> <b>Pittsburgh, PA 15222</b> Address <b>412-667-6000 Fax: 412-667-6050</b> Telephone Number <b>01.17.14</b> Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose social security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p>
<p><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Authorized Individual <b>Gary Southern</b> Printed Name of Authorized Individual <b>President</b> Title of Authorized Individual <b>1-17-2014</b> Date</p>	

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF WEST VIRGINIA**

In re Freedom Industries, Inc.

Debtor(s)

Case No.

Chapter 11

**Exhibit C to Voluntary Petition**

**1. Identify and briefly describe all real or personal property owned by or in possession of the debtor that, to the best of the debtor's knowledge, poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):**

Freedom Industries, Inc. ("Freedom" or the "Debtor") is engaged principally in the business of producing specialty chemicals for the mining, steel and cement industries. It is a leading supplier of freeze conditioning agents, dust control palliatives, flotation reagents, water treatment polymers and other specialty chemicals.

Among Freedom's assets and operations is a production facility located in Charleston, West Virginia (the "Charleston Facility").

The Charleston Facility (a/k/a Etowah River Terminal) is located on the Elk River. The Charleston Facility is comprised of multiple large storage tanks and has significant storage capacity.

**2. With respect to each parcel of real property or item of personal property identified in question 1, describe the nature and location of the dangerous condition, whether environmental or otherwise, that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):**

On or about January 9, 2014, an incident occurred involving one of Freedom's storage tanks located at the Charleston Facility (the "Incident"). Facts surrounding the Incident are subject to pending investigation by Freedom and various regulatory and other governmental authorities.<sup>1</sup> It is presently hypothesized that a local water line break adjacent to the Charleston Facility may have contributed to the ground beneath a storage tank at the Charleston Facility to freeze in the extraordinary frigid temperatures in the days immediately preceding the Incident. The Debtor and investigative authorities have taken note of the hole in the affected storage tank that appears to have come from an object piercing upwards through the base of the affected storage tank. Investigations by multiple agencies are ongoing with full cooperation by the Debtor.

It has been reported that the Incident involved the apparent release from one of Freedom's storage tanks of a substance referred to as methylcyclohexane methanol, a/k/a MCHM, into the Elk River. MCHM is used by customers of Freedom to treat coal and reduce the amount of ash during the coal preparation process. The water company was notified.

On January 9, 2014, within hours following discovery of the Incident, West Virginia Governor Earl Ray Tomblin declared a state of emergency for nine (9) West Virginia counties stating that water supplied by the local water authority had been contaminated (the "Declaration"). In response to the Declaration, county residents and businesses were encouraged to refrain from using water supplied by the local water company. The Debtor understands that as a result of the Incident and the corresponding Declaration, various businesses were temporarily closed. The Debtor understands that water service is in the process of being restored.

<sup>1</sup> The facts and circumstances relating to the Incident as described herein are intended for explanatory purposes only and shall not prejudice the rights, claims or defenses of any party in interest, including, without limitation, the rights of any purported holder of a claim arising from or related to the Incident, and correspondingly, all rights, claims and defenses of the Debtor and other parties in interest are preserved.

UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF WEST VIRGINIA

In re: §  
FREEDOM INDUSTRIES, INC. § Bankruptcy No. 14-\_\_\_\_\_  
§  
§ Chapter 11  
§  
Debtor(s). §  
§

**CORPORATE OWNERSHIP STATEMENT [RULES 1007(a) & 7007.1]**


Pursuant to Federal Rules of Bankruptcy Procedures 1007(a) & 7007.1, the undersigned corporation, Freedom Industries, Inc., certifies that:

The following is a complete and accurate list of corporation(s) that directly or indirectly own(s) 10% or more of any class of its equity interests:

Chemstream Holdings, Inc.	100%
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The undersigned corporation further acknowledges its duty to file a supplement statement promptly upon any change in circumstances that renders this Corporate Ownership Statement.

Date: \_\_\_\_\_

  
Gary Southern, President  
Freedom Industries, Inc.

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court**  
**Southern District of West Virginia**

In re **Freedom Industries, Inc.**

Debtor(s)

Case No.

Chapter

**11**

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Advantage Technical Resourcing P O Box 4785 Boston, MA 02212-4785	Advantage Technical Resourcing P O Box 4785 Boston, MA 02212-4785			47,413.13
AKJ Industries 10175 Six Mile Cypress Highway Unit 1 Fort Myers, FL 33966	AKJ Industries 10175 Six Mile Cypress Highway Unit 1 Fort Myers, FL 33966			50,361.99
Archer Daniels Midland PO Box 300017 Duluth, GA 30096	Archer Daniels Midland PO Box 300017 Duluth, GA 30096			428,768.12
BASF Corporation PO Box 360941 Pittsburgh, PA 15251-6941	BASF Corporation PO Box 360941 Pittsburgh, PA 15251-6941			142,338.81
Chemstream Inc 166 Commerce Drive Stoystown, PA 15563	Chemstream Inc 166 Commerce Drive Stoystown, PA 15563			175,566.75
Colonial Chemical Solutions, Inc. PO Box 576 Savannah, GA 31402-0576	Colonial Chemical Solutions, Inc. PO Box 576 Savannah, GA 31402-0576			25,041.32
D Car LLC c/o Chem Group 2406 Lynch Rd Evansville, IN 47711	D Car LLC c/o Chem Group 2406 Lynch Rd Evansville, IN 47711			561,518.75
Eastman Chemical Co Financial Corporation PO Box 8500-55157 Philadelphia, PA 19178-5157	Eastman Chemical Co Financial Corporation PO Box 8500-55157 Philadelphia, PA 19178-5157			127,474.84
Envirotech Services P O Box 5512 Denver, CO 80217	Envirotech Services P O Box 5512 Denver, CO 80217			40,092.90
FloMin Coal Inc. PO Box 405655 Atlanta, GA 30384-5655	FloMin Coal Inc. PO Box 405655 Atlanta, GA 30384-5655			648,221.70

B4 (Official Form 4) (12/07) - Cont.

In re **Freedom Industries, Inc.**

Case No. \_\_\_\_\_

Debtor(s) \_\_\_\_\_

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Henwil Corporation PO Box 466 Beaver, PA 15009	Henwil Corporation PO Box 466 Beaver, PA 15009			56,129.74
J & B Blending Nichol Ave M.R.I.E. Bld 163 / 164 McKees Rocks, PA 15136	J & B Blending Nichol Ave M.R.I.E. Bld 163 / 164 McKees Rocks, PA 15136			61,205.37
Kemira Chemicals, Inc. PO Box 105046 Atlanta, GA 30348-5046	Kemira Chemicals, Inc. PO Box 105046 Atlanta, GA 30348-5046			286,634.19
Liberty Tank Lines PO Box 3621 Charelston, WV 25336	Liberty Tank Lines PO Box 3621 Charelston, WV 25336			117,812.12
P & B Transportation Inc 601 Marco Rd Apollo, PA 15613-8854	P & B Transportation Inc 601 Marco Rd Apollo, PA 15613-8854			29,218.75
Prospect Trucking 5776 Prospect Drive Newburgh, IN 47630	Prospect Trucking 5776 Prospect Drive Newburgh, IN 47630			106,444.85
Rock Meadow Estates, LLC 231 Airways Drive Bessemer City, NC 28016	Rock Meadow Estates, LLC 231 Airways Drive Bessemer City, NC 28016			54,758.00
Silverlake Holding, LLC 2406 Lynch Road Evansville, IN 47711	Silverlake Holding, LLC 2406 Lynch Road Evansville, IN 47711			615,954.51
Tetra Performance Chemicals P O Box 841185 Dallas, TX 75284-1185	Tetra Performance Chemicals P O Box 841185 Dallas, TX 75284-1185			49,320.52
Univar USA 13009 Collections Center Chicago, IL 60693	Univar USA 13009 Collections Center Chicago, IL 60693			35,603.76

**DECLARATION UNDER PENALTY OF PERJURY  
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date 1/17/2014

Signature \_\_\_\_\_

Gary Southern  
President

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.

**CERTIFICATE WITH RESPECT TO RESOLUTIONS ADOPTED BY THE  
BOARD OF DIRECTORS OF FREEDOM INDUSTRIES, INC.**

I, Matthew G. Mazefsky, being the corporate secretary of Freedom Industries, Inc., a West Virginia corporation (the "Corporation"), hereby certify that the following resolutions were duly adopted at a special meeting of the Board of Directors of the Corporation on January 17, 2014 in accordance with the requirements of applicable law, and that such resolutions have been recorded in the minute book of the Corporation, and that said resolutions have not been modified or rescinded, and are still in full force and effect on the date hereof:

**WHEREAS**, the Board of Directors, having received the advice of the Corporation's financial and legal advisors, deems it advisable and in the best interests of the Corporation for the Corporation to: (i) file a voluntary petition for relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of West Virginia (the "Bankruptcy Court").

**NOW THEREFORE, IT IS RESOLVED**, that, in the judgment of the Board of Directors, acting for the Corporation, it is desirable and in the best interests of the Corporation and its creditors and other interested parties, that a voluntary petition be filed by the Corporation in the Bankruptcy Court, seeking relief under the provisions of chapter 11 of the Bankruptcy Code;

**FURTHER RESOLVED**, that the Corporation's filing of a voluntary chapter 11 petition in the Bankruptcy Court be, and hereby is, approved;

**FURTHER RESOLVED**, that the Corporation's President, Vice President, Treasurer and Secretary (each an "Authorized Officer" and together the "Authorized Officers"), are, and each of them is, hereby authorized and empowered on behalf of, and in the name of, the Corporation to execute and verify or certify a petition under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the Bankruptcy Court at such time as said Authorized Officer executing the same shall determine;

**FURTHER RESOLVED**, that each of the Authorized Officers and such other officers of the Corporation, as any of the Authorized Officers shall from time to time designate, be, and they hereby are, authorized and empowered on behalf of, and in the name of, the Corporation to execute and file all petitions, schedules, lists, applications, motions or any pleadings or other papers, and to take any and all action that any of the Authorized Officers may deem necessary, proper or desirable in connection with the chapter 11 case, with a view to the successful prosecution of the case;

**FURTHER RESOLVED**, that the Authorized Officers, and such other officers designated by any of them, be and hereby are, authorized, empowered and directed to enter into and execute on behalf of the Corporation such documents and instruments and to take any and all such other and further actions, if any, which such officers or the Corporation's legal counsel may deem necessary or appropriate to obtain debtor in



possession financing from one or more lenders deemed appropriate by an Authorized Officer, including, without limitation, the granting of superpriority administrative and secured claims;

**FURTHER RESOLVED**, that the law firm of McGuireWoods LLP be, and it hereby is, subject to Bankruptcy Court approval, employed as bankruptcy counsel for the Corporation under a general retainer to render legal services to and represent the Corporation with such proceedings and other related matters;

**FURTHER RESOLVED**, that the law firm of Barth & Thompson be, and it hereby is, subject to Bankruptcy Court approval, employed as West Virginia bankruptcy counsel and conflicts counsel to the Corporation under a general retainer to render legal services to and represent the Corporation with such proceedings and other related matters;

**FURTHER RESOLVED**, that the law firm of Pietragallo Gordon Alfano Bosick & Raspanti, LLP be, and it hereby is, subject to Bankruptcy Court approval, employed as special litigation counsel to the Corporation to render legal services to and represent the Corporation with such proceedings and other related matters;

**FURTHER RESOLVED**, that the firm of MorrisAnderson & Associates, Ltd. be, and it hereby is, subject to Bankruptcy Court approval, employed as financial advisor to the Corporation under a general retainer to render financial and restructuring advice and services to and represent the Corporation in connection with such proceedings and other related matters, including testifying in connection with such chapter 11 proceedings;

**FURTHER RESOLVED**, that each of the Authorized Officers and such other officers of the Corporation as any of the Authorized Officers shall from time to time designate, be, and they hereby are, authorized and empowered on behalf of, and in the name of, the Corporation to retain and employ other attorneys, investment bankers, accountants, restructuring professionals, financial advisors and other professionals to assist in the Corporation's chapter 11 case on such terms as are deemed necessary, proper or desirable;

**FURTHER RESOLVED**, that the Authorized Officers of the Corporation be, and hereby are, authorized and empowered and directed to take any and all steps and to execute and deliver any and all documents as they or any of them may determine to be necessary or appropriate to carry out the foregoing resolutions (the taking of any such action, or the execution or delivery of any such document, as the case may be, to be conclusive evidence of such determination) and to pay all such expenses, where necessary or appropriate, in order to carry out fully the intent and to accomplish the purposes of the resolutions adopted herein and that all such action heretofore taken be, and it hereby is, ratified and confirmed as the act and deed of the Corporation; and

**FURTHER RESOLVED**, that all acts lawfully done or actions lawfully taken by any officer or officers of the Corporation to file the voluntary petition for relief under

chapter 11 of the Bankruptcy Code or in connection with the Corporation's chapter 11 case, or any matter related thereto, or by virtue of these resolutions be, and hereby are, ratified, confirmed and approved in all respects.

IN WITNESS WHEREOF, I have hereunto set my hand this 17<sup>th</sup> day of January, 2014.

  
\_\_\_\_\_  
Matthew G. Mazefsky, Secretary

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF WEST VIRGINIA

In re: Case No. 14- \_\_\_\_\_

FREEDOM INDUSTRIES, INC., Chapter 11

Debtor.

VERIFICATION OF CREDITOR MATRIX

The above named debtor, and attorney for debtor, hereby verify that the attached mailing matrix of creditors is complete, correct and consistent with the debtor's schedules to the best of our knowledge.

Date: \_\_\_\_\_  
Signature of Debtor

Date: 01.17.14 \_\_\_\_\_  
Signature of Attorney for Debtor